

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

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BENSLEY CONSTRUCTION, INC.,  
on its own behalf and on behalf  
of all others similarly situated,

Plaintiff,

v.

MARSH & MCLENNAN COMPANIES, INC.,  
et al.

Defendants.

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CIVIL ACTION NO.  
05-11249-GAO

MOTION TO ADMIT PRO HAC VICE

Pursuant to Fed. R. Civ. P. 11, defendant USI Holdings Corp. ("USI"), by its attorney, Ian Crawford, moves the Court to admit Richard B. Zabel from Akin Gump Strauss Hauer & Feld, LLP pro hac vice for purposes of the above-captioned matter and states:

1. The undersigned is a partner with the law firm of Todd & Weld LLP and is a member in good standing of the Bar of the Commonwealth of Massachusetts.

2. Richard B. Zabel is a partner with the law firm of Akin Gump Strauss Hauer & Feld in New York, N.Y. and has been retained by USI to represent its interests in this action.

3. Mr. Zabel is a member in good standing of the New York Bar as shown by the affidavit attached.

4. The undersigned will serve as local counsel for USI in this matter.

5. The \$50 filing fee for Mr. Zabel has been paid.

WHEREFORE, USI requests an Order admitting Richard B. Zabel pro hac vice.

USI HOLDINGS CORP.

By its attorney,

/s/ Ian Crawford  
Ian Crawford (BBO#544475)  
Todd & Weld LLP  
28 State Street  
Boston, MA 02109  
(617) 720-2626

DATED: July 18, 2005

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

_____		)	
BENSLEY CONSTRUCTION, INC.		)	
on its own behalf and on behalf		)	
of all others similarly situated,		)	
		)	
Plaintiff,		)	Civil Action No.
v.		)	05-11249 GAO
		)	
		)	
MARSH & MCLENNAN,		)	
COMPANIES, INC., et al		)	
		)	
Defendant.		)	
_____		)	

VERIFIED APPLICATION OF RICHARD B. ZABEL FOR  
ADMISSION AS COUNSEL PRO HAC VICE

I, Richard B. Zabel, request that I be admitted pro hac vice for purposes of this action. In support of this application, I declare that:

1. I am not a resident of the Commonwealth of Massachusetts, am not regularly employed in the Commonwealth of Massachusetts, and am not regularly engaged in substantial business, professional, or other activities in the Commonwealth of Massachusetts.

2. My current residence is 125 Hicks Street, Brooklyn, NY 11201.

3. I am a partner with the law firm of Akin Gump Strauss Hauer & Feld, LLP, and my business address is 590 Madison Avenue, New York, NY 10022-2524.

4. I am a 1987 graduate of Harvard Law School.

5. I am a member of good standing in the New York State Bar.

6. I have been admitted to practice in each of the courts listed below and am a member in good standing in each such court:

The U.S. Second Circuit Court of Appeals  
The New York Eastern District Court  
The New York Southern District Court

7. I am not currently suspended, disbarred or under investigation by any court.

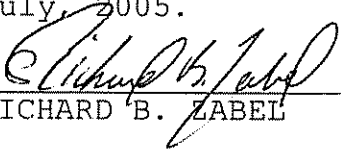
8. For purposes of this action, Attorney Ian Crawford of Todd & Weld will serve as local counsel and will be an attorney of record in this action.

9. Defendant USI Holdings Corp. ("USI") has specifically requested that I represent it in this action.

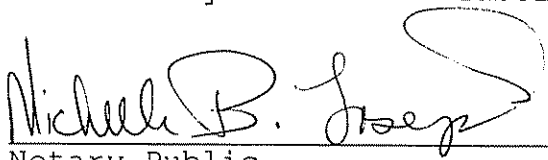
10. I have been given a copy and am familiar with the Local Rules of the United States District Court for the District of Massachusetts.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 13<sup>th</sup> day of July, 2005.

  
RICHARD B. ZABEL

Subscribed and sworn to before me by Richard B. Zabel on this 13<sup>th</sup> day of July, 2005.

  
Notary Public

07/11/07  
MICHELLE B. JOSEPH  
Notary Public, State Of New York  
No. 01-JO6069884  
Qualified In New York County  
Commission Expires 2/11/20 06